

Applicants' Guide to ARPA-E Award Negotiations



Version 2.1

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1 Overview

Congratulations on being selected for award negotiations! This guide will help you navigate the award negotiation process, from the critical first few days after selection until the signing of the award documentation.

Upon selection, the Advanced Research Projects Agency – Energy (ARPA-E) will set a deadline for the completion of award negotiations, usually 30-45 days after selection. It is essential for you to identify the persons within your organization who will be participating in the award negotiations, and mobilize your resources to meet this important deadline. Having the key resources and people on hand will help you complete the award negotiation process in a timely manner.

1.1 Timeline

Below is an approximation of the award negotiation process, based on a 45-day timeline.

Action	Timeline
ARPA-E notifies applicant of its selection for award negotiations, and requests the applicant to review the award documentation and forms available on ARPA-E's website (http://www.arpa-e.energy.gov/FundingAgreements.aspx)	Day 1
ARPA-E hosts a webinar for selectees (i.e., applicants selected for award negotiations) to review the award documentation and contracting requirements	Day 3
ARPA-E Program Director begin to negotiate an aggressive set of technical milestones and deliverables with Principal Investigator	Day 3 – Day 25
ARPA-E Contracting Officer reviews proposed budget and sends budget questionnaires to selectees, who are required to respond within 3 business days	Day 3 – Day 25
Deadline for notifying ARPA-E Chief Counsel if you intend to request a Technology Investment Agreement	Day 10
Deadline for notifying ARPA-E Chief Counsel if you intend to request any changes to Attachment 1 (Terms and Conditions). (Please note changes will only be approved in exceptional circumstances.)	Day 15
Deadline for notifying DOE AGC-IP of limited data rights, unlimited data rights, and protected data	Day 18
Deadline for notifying DOE AGC-IP of if you intend to request any changes to Attachment 2 (Intellectual Property Provisions). (Please note changes will only be approved in exceptional circumstances.)	Day 18

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Deadline for finalizing budget for the project	Day 25
Deadline for finalizing technical milestones and deliverables	Day 25
ARPA-E sends final award package to selectee	Day 28
Deadline for selectee to return signed award package to ARPA-E	Day 30
Selectees acknowledge receipt of award in FedConnect	Day 45

1.2 Changes to Your Project

We appreciate the time, effort, and energy you invested in preparing your full application. During the award negotiations, you should expect many changes to be made to the project described in your full application.

The ARPA-E Program Director may wish to fund only a portion of the work you proposed in your full application. He may request changes to your team (adding new team members or dropping others). In addition, the ARPA-E Program Director will push for aggressive technical milestones, and ask you to deliver more in a shorter timeframe.

The ARPA-E Contracting Officer will require changes to your budget, and demand supporting documentation for all of the proposed expenditures. He may impose conditions on your award, and require you to complete certain actions within short timeframes.

The DOE Assistant General Counsel for Intellectual Property and Technology Transfer (DOE AGC-IP) will negotiate strict limitations on the information that is withheld from the public.

You are free to make changes to the project during the award negotiation process, but it is essential that you keep the ARPA-E Program Director and ARPA-E Contracting Officer apprised of any proposed changes.

2 Personnel

2.1 Personnel – Your Team

It is essential for you to identify the persons within your organization who will be responsible for negotiating and finalizing each aspect of the award.

1. Contracting/Budget Staff – You will need contracting/budget staff to review the award documentation, respond quickly to questions from ARPA-E, and finalize the budget for the project.
2. Intellectual Property Counsel – You may need an intellectual property (IP) attorney to identify and resolve any IP issues arising out of or relating to the project.

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3. Principal Investigator and Technical Personnel – You will need the Principal Investigator and technical personnel to negotiate an aggressive set of technical milestones and deliverables for the project.

2.2 Personnel – ARPA-E's Team

Upon selection, ARPA-E will assign a team of technical, contracting, and legal personnel to negotiate your award.

2.2.1 ARPA-E Program Director

The ARPA-E Program Director coordinates and manages the award negotiation.

The ARPA-E Program Director will work with the Principal Investigator to negotiate an aggressive set of technical milestones and deliverables to be achieved by specific dates.

The ARPA-E Program Director is assisted by a team of Science and Engineering Technical Assistants (SETAs).

Name	Title
Dr. David Danielson	Program Director (BEEST)
Dr. Mark Hartney	Program Director (IMPACCT)
Dr. Mark Johnson	Program Director – (GRIDS)
Dr. Ravi Prasher	Program Director (BEETIT)
Dr. Rajeev Ram	Program Director (ADEPT)
Dr. Eric Toone	Program Director (Electrofuels)

2.2.2 ARPA-E Contracting Officer

The ARPA-E Contracting Officer is responsible for reviewing and approving the proposed terms and conditions. When appropriate, he may approve or require the inclusion of special terms and conditions in the award. The ARPA-E Contracting Officer is the only person who has authority to execute and modify the award.

The ARPA-E Contracting Officer is responsible for reviewing the proposed budget for the project. During the budget review, the ARPA-E Contracting Officer seeks technical and cost input from the ARPA-E Program Director. The budget review is the process of verifying cost data, evaluating

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specific elements of the budget, examining data to determine allowability, allocability, and reasonableness, and determining that proposed costs are consistently treated in accordance with generally accepted accounting principles and applicable cost principles. He may send you questions or requests for clarification in the form of Budget Review Questionnaires.

The ARPA-E Contracting Officer will review your financial management system to determine if it is in compliance with federal requirements and must make a responsibility determination.

The ARPA-E Contracting Officer is assisted by a team of Contracts Specialists and SETAs.

Name	Title	Phone Number	Email Address
John Harris	ARPA-E Contracting Officer	202-287-1055	John.Harris@hq.doe.gov

2.2.3 ARPA-E Chief Counsel

The ARPA-E Chief Counsel is responsible for resolving all legal issues relating to proposed awards.

The ARPA-E Chief Counsel works with the ARPA-E Contracting Officer to draft, modify, and finalize awards. In addition, the ARPA-E Chief Counsel works with selectees to resolve a wide range of legal and contracting issues.

The ARPA-E Chief Counsel is assisted by a team of attorneys and law clerks.

Name	Title	Phone Number	Email Address
Matthew Dunne	ARPA-E Acting Chief Counsel	202-287-6079	Matthew.Dunne@hq.doe.gov

2.2.4 DOE IP Counsel

The U.S. Department of Energy (DOE) Assistant General Counsel for Intellectual Property and Technology Transfer (AGC-IP) is responsible for resolving intellectual property (IP) issues relating to proposed awards. He works with selectees to define the scope of limited data rights and protected data, and addresses issues relating to Federal Government IP rights.

The DOE AGC-IP is assisted by a team of attorneys and paralegals.

Name	Title	Phone Number	Email Address
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John Lucas	DOE Acting Assistant General Counsel for Intellectual Property and Technology Transfer	202-586-2939	John.T.Lucas@hq.doe.gov
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3 Award Documentation and Forms

3.1 Award Documentation

Your award will consist of the following documents, which are available on ARPA-E's website (<http://www.arpa-e.energy.gov/FundingAgreements.aspx>).

Award Document	Brief Description
Cover Page	Assistance Agreement Form
Attachment 1	Special Terms and Conditions
Attachment 2	Intellectual Property Provisions
Attachment 3	Statement of Project Objectives (Technical Milestones and Deliverables)
Attachment 4	Federal Financial Assistance Reporting Checklist and Instructions
Attachment 5	Budget Information (SF-424A)
Attachment 6	U.S. Department of Energy Financial Assistance Regulations
Attachment 7	U.S. Department of Energy Requirements for Universities and Nonprofits
Attachment 8	National Policy Assurances

3.1.1 Cover Page (Assistance Agreement Form)

The Assistance Agreement Form includes key information regarding the project, including the award number, the name of the lead recipient (e.g., ABC Company, XYZ University), the name of the principal investigator, the period of performance, the total project cost, and the recipient's cost share.

An authorized representative of the lead recipient is required to sign the Assistance Agreement Form. By signing, the lead recipient agrees to the terms, conditions, policies, and reporting

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requirements set forth in Attachments 1-8, and affirms that it has not received other Federal funding for the project described in the award.

After the ARPA-E Contracting Officer loads the final award documentation into FedConnect, you are required to view and acknowledge receipt of the Award in FedConnect. Instructions for acknowledging awards are provided in Section 6 below.

3.1.2 Attachment 1 (Special Terms and Conditions)

ARPA-E has established a standard set of terms and conditions for cooperative agreements and technology investment agreements. Most of the principal terms and conditions are found in Attachment 1.

You may request changes to Attachment 1, but changes will only be approved in exceptional circumstances.

If you have questions concerning Attachment 1, please contact the ARPA-E Chief Counsel. Contact information for the ARPA-E Chief Counsel is provided in Section 2.2 above.

3.1.3 Attachment 2 (Intellectual Property Provisions)

ARPA-E has established a standard set of intellectual property (IP) provisions, but it has tailored these provisions for different types of recipients. As a result, you will find three versions of Attachment 2: one for small businesses, one for large businesses, and one for universities and non-profits.

In general, you may take title to IP developed under the award, but the Federal Government retains certain rights in the IP, including:

- **Government Use License:** The Federal Government may use the IP for government purposes, without paying royalties to the IP owner.
- **March-In Rights:** If the IP owner fails to commercialize the IP developed under the award, the Federal Government may “march in” and require the IP owner to license the technology.
- **U.S. Competitiveness Requirements:** Small businesses and their licensees are required to substantially manufacture any products embodying subject inventions in the United States for products being used or sold in the United States. Large businesses and their licensees are required to substantially manufacture any products embodying subject inventions in the United States for products being used or sold anywhere in the world.

We recognize that you will want to protect IP you develop under award, and you may have IP that was developed at private expense before you received this award. You will need to organize your IP into three categories:

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- Limited Rights Data is proprietary data that was developed at private expense before you received this award. The Federal Government does not have any rights to this data, unless you provide it to us. To protect Limited Rights Data, you should not disclose it to ARPA-E, unless it is necessary for us to evaluate your work under the award. (See Clause 23 of Attachment 1.)
- Unlimited Rights Data is data produced under the award that is suitable for immediate public release. Data produced under government sponsorship is generally classified as public information.
- Protected Data is data produced under the award that is protected from public release for a limited period of time. You may designate data first produced under the conduct of this award as Protected Data; such data will be protected from public release for a period of 5 years from the time it is first produced.

You will be required to identify the IP that falls into each of these categories. The ARPA-E Program Director and DOE AGC-IP will review your proposed list and require modifications, as appropriate.

If you have questions concerning Attachment 2, please contact the DOE AGC-IP. Contact information for the DOE AGC-IP is provided in Section 2.2 above.

3.1.4 Attachment 3 (Statement of Project Objectives)

Attachment 3 is composed of two parts. Section A is a non-technical description of the project that is intended for public release. Section B is an aggressive set of technical milestones and deliverables that is negotiated by the ARPA-E Program Director and Principal Investigator.

ARPA-E uses the technical milestones and deliverables to measure your progress over the life of the project. The technical milestones and deliverables are tied to specific dates. For example, every technical task has a start date and completion date. The first few quarters often focus on test results that determine whether the project should continue.

A typical schedule includes the following components:

- Project Management – This section details what portions are allocated to general project management and resource planning, including preparations of all required interim reports and the final report.
- System Design – This process details simulations of the specific subject that will be further developed with considerably more detail.
- Development and Modification – This section should list the objects to develop the required level of capabilities and techniques.
- Supporting Information – Any tasks or information that will support the matrix of information according to milestone timeline.

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- **Benefits Assessment** – This section details process models and specific information related to accessing the benefits as stated in Gantt chart.

Failure to achieve the technical milestones and deliverables by the specified dates may result in the renegotiation of the technical milestone and deliverable schedule or the termination of the award. The schedule incorporates at least two go/no-go assessments, which requires the ARPA-E Program Director to review the project in its entirety and determine whether to continue or terminate funding.

An excerpt of a sample schedule is provided below.

Program Element		Major Tasks	Key Milestones & Deliverables
Program Element 1: Develop a bioreactor for the energy-efficient production of lipid biomass. The ultimate goal of this program element is to develop a bioreactor system with a measured energy efficiency $\geq 95\%$ ($\text{Energy}_{\text{IN}}/\text{Energy}_{\text{OUT}}$)	Q1	1. Complete energy modeling analysis to support development of bioreactor prototype	1. Energy modeling complete 2. Q1 Progress Report complete
	Q2	1. Complete first phase of bioreactor development 2. Operate bioreactor and assess all initial performance metrics over five 10 hour performance runs 3. Select microorganisms to be piloted based on the following criteria (<i>list criteria</i>) (e.g. nutrient requirements).	1. Achieve initial bioreactor performance metrics (<i>list metrics and quantifiable targets</i>) 2. Selection of microorganisms to be piloted 3. Q2 Progress Report complete
	Q3	1. Complete second phase of bioreactor development 2. Verify all bioreactor performance metrics for all microorganisms over 3, 7, and 14 days of operation	1. Bioreactor performance will achieve the following performance metrics (<i>list metrics and quantifiable targets</i>) 2. Q3 Progress Report complete
	Q4	1. Complete experiments to determine optimal conditions for bioreactor operation for the energy efficient production of lipid biomass 2. Complete design report for bioreactor scale-up to X liters 3. Construct a cost model for bioreactor operations	1. Finalize bioreactor operational conditions to achieve 95% energy efficiency 2. Finalize methodology and empirically quantify all bioreactor performance metrics 3. Cost model and design report for bioreactor scale up 4. Q4 Final Report complete

If you have questions concerning Attachment 3, please contact the ARPA-E Program Director. Contact information for the ARPA-E Program Director is provided in Section 2.2 above.

3.1.5 Attachment 4 (Federal Financial Assistance Reporting Checklist and Instructions)

ARPA-E has established a standard set of reporting requirements for all recipients. Recipients are required to provide ARPA-E with progress reports (i.e., technical and program reports) and financial reports (SF-425) on a quarterly basis. In addition, recipients are required to submit American Recovery and Reinvestment Act (ARRA) reports to FederalReporting.gov on a quarterly basis.

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Recipients are required to submit additional reports upon the termination or closeout of the award. Reporting instructions and report templates are found in Attachment 4.

If you have questions concerning Attachment 4, please contact the ARPA-E Chief Counsel. Contact information for the ARPA-E Chief Counsel is provided in Section 2.2 above.

3.1.6 Attachment 5 (Budget Information (SF-424A))

Applicants are required to submit a SF-424A and Budget Justification with their full applications. Upon selection, the ARPA-E Contracting Officer will review your budget documents, and identify the information and documents that he needs to complete his analysis and approve the proposed budget. Any missing information is requested in the form of a Budget Review Questionnaire, which includes questions to be answered and identifies information and documents to be provided. You may be required to respond to certain questions and/or provide supporting documentation. An excerpt of a sample Budget Review Questionnaire is attached at Appendix 1.

For additional guidance on drafting budget documents, see Section 3.3 below.

If you have questions concerning Attachment 5, please contact the ARPA-E Contracting Officer. Contact information for the ARPA-E Contracting Officer is provided in Section 2.2 above.

3.1.7 Attachment 6 (DOE Financial Assistance Regulations (10 CFR Part 600))

Attachments 1 and 2 often refer to specific provisions of the DOE Financial Assistance Regulations. For your convenience, we have attached a copy of these regulations to the award.

If you have questions concerning Attachment 6, please contact the ARPA-E Chief Counsel. Contact information for the ARPA-E Chief Counsel is provided in Section 2.2 above.

3.1.8 Attachment 7 (DOE Agency-Specific Requirements for Universities and Nonprofits)

Additional terms and conditions for universities and nonprofits are found in Attachment 7 (DOE Agency-Specific Requirements for Universities and Nonprofits).

If you have questions concerning Attachment 7, please contact the ARPA-E Chief Counsel. Contact information for the ARPA-E Chief Counsel is provided in Section 2.2 above.

3.1.9 Attachment 8 (National Policy Assurances)

All recipients are required to comply with the nondiscrimination, environmental, and other policies set forth in Attachment 8.

If you have questions concerning Attachment 8, please contact the ARPA-E Chief Counsel. Contact information for the ARPA-E Chief Counsel is provided in Section 2.2 above.

3.2 Required Forms

In addition to the award documentation, you will need to complete the following forms, which are available on ARPA-E's website (<http://www.arpa-e.energy.gov/FundingAgreements.aspx>).

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Form	Brief Description
NEPA Compliance Questionnaire	The ARPA-E NEPA Compliance Officer uses this questionnaire to assess the potential environmental impact of your project.
Civil Rights Questionnaire	The U.S. Department of Energy uses this questionnaire to assess your current practices and history of compliance with Federal civil rights laws, regulations, and policies.
DOE Form 1600.5	The U.S. Department of Energy uses this form to verify your willingness to comply with Federal nondiscrimination laws, regulations, and policies during the period of performance.

3.2.1 NEPA Compliance Questionnaire

Pursuant to the U.S. Department of Energy's National Environmental Policy Act (NEPA) Implementing Procedures (10 C.F.R. Part 1021), ARPA-E is required to evaluate the potential environmental impact of any projects that it is considering for funding.

ARPA-E uses the NEPA Compliance Questionnaire to obtain information regarding the potential environmental impact of particular projects and to determine the appropriate level of environmental review. Projects may qualify for a categorical exclusion under 10 CFR 1021.410, or may require further environmental review (e.g., environmental assessment or environmental impact statement).

You are required to answer the questionnaire for the entire project, including all work to be performed by other participants (subrecipients, contractors, etc.). You may not limit your responses to work performed by the lead recipient.

You are required to submit a NEPA Compliance Questionnaire with your full application. If your project is re-scoped, you may be required to submit a new NEPA Compliance Questionnaire.

Additional information on NEPA compliance is available at <http://nepa.energy.gov/>. ARPA-E's NEPA Categorical Exclusion Determinations are available at <http://arpa-e.energy.gov/nepacompliance.aspx>. If you have questions concerning NEPA compliance, please do not hesitate to contact ARPA-E's NEPA Compliance Officer:

Name	Title	Phone Number	Email Address
Matthew Dunne	ARPA-E Acting Chief Counsel	202-287-6079	Matthew.Dunne@hq.doe.gov

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3.2.2 Civil Rights Questionnaire

Title VI of the Civil Rights Act of 1964 prohibits discrimination on the basis of race, color, sex or national origin in programs or activities receiving federal financial assistance. In accordance with Title VI, the U.S. Department of Energy uses the Civil Rights Questionnaire to obtain information on your current practices and your history of compliance with Federal civil rights laws, regulations, and policies. The questionnaire must be completed by your President, CEO, or Designated Responsible Employee.

Additional information on Federal civil rights laws, regulations, and policies is available at <http://www.civilrights.energy.gov/> and http://diversity.doe.gov/civil_rights/index.htm. If you have questions concerning NEPA compliance, please do not hesitate to contact DOE's Civil Rights Attorney:

Name	Title	Phone Number	Email Address
Sharon P. Wyatt	DOE Civil Rights Attorney	202-586-2256	Sharon.Wyatt@hq.doe.gov

3.2.3 DOE Form 1600.5

In addition to the Civil Rights Questionnaire, you are required to complete DOE Form 1600.5. Through this form, you agree to comply with Federal nondiscrimination laws, regulations, and policies, including:

- Title VI of the Civil Rights Act of 1964 (Pub. L. 88-352),
- Section 16 of the Federal Energy Administration Act of 1974 (Pub. L. 93-275),
- Section 401 of the Energy Reorganization Act of 1974 (Pub. L. 93-438),
- Title IX of the Education Amendments of 1972, as amended, (Pub. L. 92-318, Pub. L. 93-568, and Pub. L. 94-482),
- Section 504 of the Rehabilitation Act of 1973 (Pub. L. 93-112), the Age Discrimination Act of 1975 (Pub. L. 94-135),
- Title VIII of the Civil Rights Act of 1968 (Pub. L. 90-284),
- Department of Energy Organization Act of 1977 (Pub. L. 95-91),
- Energy Conservation and Production Act of 1976, as amended, (Pub. L. 94-385) and
- 10 C.F.R. Part 1040.

Specifically, you agree not to discriminate on any of the following grounds in your employment practices:

Prohibited Discrimination

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• Race	• Sex
• Color	• Age
• National Origin	• Disability

Employment practices include but are not limited to the following activities.

Examples of Employment Practices	
• Recruitment	• Transfer
• Advertising	• Rates of pay
• Hiring	• Training
• Layoff/Termination	• Participation in Upward Mobility Programs
• Promotion	• Use of facilities
• Demotion	• Other forms of compensation

You are responsible for verifying your subrecipients' and subcontractors' compliance with Federal nondiscrimination laws, regulations, and policies. You are required to obtain a written assurance form from each subrecipient and subcontractor, and take other measures, as appropriate, to ensure their compliance.

You are required to compile and maintain the following types of information relating to programs or activities developed with ARPA-E funding.

Documents and Data to Compile and Maintain
• Description of services provided and data necessary for determining whether any persons are or will be denied such services on the basis of prohibited discrimination
• Population eligible to be served by race, color, national origin, sex, age, and disability
• Data regarding covered employment, including use or planned use of bilingual public contact employees serving beneficiaries of the program where necessary to permit effective participation by beneficiaries unable to speak or understand

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English
<ul style="list-style-type: none"> Location of existing or proposed facilities connected with the program and related information adequate for determining whether the location has or will have the effect of unnecessarily denying access to any person on the basis of prohibited discrimination
<ul style="list-style-type: none"> Present or proposed membership by race, color, national origin, sex, age, and disability in any planning or advisory body which is an integral part of the program
<ul style="list-style-type: none"> Other written data deemed necessary by DOE

Upon request, you are required to submit the above-referenced documents and data to DOE. Alternatively, DOE may elect to inspect your records during normal business hours.

3.3 Budget Documents

Applicants are required to submit a SF-424A and Budget Justification with their full applications. Upon selection, the ARPA-E Contracting Officer will review your budget documents, and identify the information and documents that he needs to complete his analysis and approve the proposed budget. Any missing information is requested in the form of a Budget Review Questionnaire, which includes questions to be answered and identifies information and documents to be provided. You may be required to respond to certain questions and/or provide supporting documentation. An excerpt of a sample Budget Review Questionnaire is attached at Appendix 1.

Please refer to the Budget Justification Guidance below for detailed instructions on the completion of the Budget Justification Spreadsheet.

The following budget documents are available on ARPA-E's website (<http://www.arpa-e.energy.gov/FundingAgreements.aspx>).

Form	Brief Description
SF-424A	The SF-424A provides an overview of the total budget by categories (e.g., personnel, fringe benefits, travel, equipment, supplies, contractual, construction, other, indirect charges).
Budget Justification Spreadsheet	The Budget Justification Spreadsheet provides detailed information on yearly budgeted items in each category.
Budget Justification Guidance	The Budget Justification Guidance provides detailed instructions for the completion of the Budget Justification Spreadsheet.
Indirect Rate Proposal	You are required to submit an indirect rate proposal to ARPA-E if you do not have indirect rates negotiated with, or approved by, a Federal

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government agency.

3.3.1 Cost Share Policy

Each team is required to pay at least 20 percent of the total project cost (i.e., all allowable costs, as set forth in the applicable Federal cost principles, incurred in accomplishing the objective of the project, including the value of contributions made by third parties and costs incurred by Federally Funded Research and Development Centers). The amount paid by individual team members may vary, so long as the cost share requirement for the project is met.

In some circumstances, educational institutions may not have to pay at least 20 percent of the total project cost. Teams composed exclusively of educational institutions, or educational institutions applying as sole recipients, are required to pay at least 10 percent of the total project cost.¹ By contrast, teams composed of educational institutions and other applicants (e.g., small businesses, large businesses, nonprofits) are required to pay at least 20 percent of the total project cost.

For awards where ARPA-E determines that use of a TIA is appropriate -- when a standard cooperative agreement is not feasible or appropriate -- a higher cost share of at least 50% of the total allowable costs will be required.

Recipients may not use Federal funds to cover their cost share obligations. Accordingly, contributions by Federally Funded Research and Development Centers (e.g., Argonne National Laboratory, Oak Ridge National Laboratory) are considered part of the Federal Government's share of the total project cost.

Different teams have different cost share obligations. Your cost share obligation is set forth in your award.

ARPA-E is required to monitor its recipients' compliance with their cost share obligations. Failure to comply with cost share requirements may result in the termination of the award.

Upon selection, a third party (i.e., a party other than the organization submitting the application) proposing cost share must submit a signed commitment letter to ARPA-E demonstrating their ability to provide the cost share amount. The information included in the letter must provide: (1) the name of the entity; (2) the proposed dollar amount to be provided; (3) the amount as a percentage of the total project cost; and (4) the proposed type of cost sharing (cash, services, or property). The letter may not include any contingent terms, conditions, or language.

¹ This exception is limited to the following ARPA-E funding opportunity announcements: DE-FOA-0000206 (Electrofuels), DE-FOA-0000207 (BEEST), DE-FOA-0000208 (IMPACCT), DE-FOA-0000288 (ADEPT), DE-FOA-0000289 (BEETIT), and DE-FOA-0000290 (GRIDS).

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All parties providing cost share must confirm, upon selection, that the proposed cost share is allowable in accordance with 10 C.F.R. §§ 600.123, 600.224, 600.313, and 603.525-555. Acceptable contributions generally meet the following criteria:

- They are verifiable from the recipient's records.
- They are not included as contributions for any other Federally assisted project or program.
- They are necessary and reasonable for proper and efficient accomplishment of the project.
- They are allowable under the applicable cost principles for the applicant.
- They are not paid by the Federal Government under another award unless authorized by Federal statute to be used for cost sharing or matching.
- They are provided for in the approved budget.
- They conform to other provisions of this part, as applicable.

4 ARPA-E Contracting Officer Determinations

The ARPA-E Contracting Officer is required to make certain determinations before executing the award.

The Contracting Officer is required to assess your financial management capabilities. Additionally, prior to award, he/she must make an affirmation determination of responsibility regarding your project.

Please contact the Contracting Officer with any specific questions regarding financial assessment and other related topics. You can also refer to the DOE Guide to Financial Assistance at: <http://www.management.energy.gov/documents/GuidetoFinancialAssistance.pdf>

4.1 Financial Management Assessment

The ARPA-E Contracting Officer is required to perform a financial management assessment to assess your ability to manage the financial aspects of an award and your plans to accomplish project activities with reasonable economy and efficiency. The standards for acceptable financial management systems are found at 10 CFR 600.121 for universities and non-profits and at 10 CFR 600.311 for-profit organizations.

4.2 Determination of Responsibility

The ARPA-E Contracting Officer is required to make an affirmative determination of responsibility. The responsibility determination includes the financial management assessment and business review discussed in paragraph 4.2 above, reviews of audits under OMB Circular A-133, and review of activities under previous awards, especially submission of reports. The responsibility determination considers if the contractor has the administrative and programmatic capabilities to perform.

The term “administrative capability” means the capability of a recipient to develop and implement administrative systems, including systems related to financial management, property management,

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procurement standards, financial reporting, record-keeping, and submission of administrative reports/certifications for award closeout.

The term “programmatic capability” means the technical capability of a recipient to successfully carry out a project taking into account such factors as the recipients:

- (1) Performance in successfully completing federally and/or non-federally funded projects similar in size, scope, and relevance to the proposed project,
- (2) History of meeting reporting requirements on prior or current assistance agreements with federal and/or non-federal organizations and submitting acceptable final technical reports,
- (3) Organizational experience and plans for timely and successful achievement of the objectives, technical milestones and deliverables in Attachment 3, and
- (4) Staff expertise/qualifications and resources or the ability to obtain them, to successfully achieve the goals of the project.

Consistent with ARPA-E’s mandate to exercise good Federal stewardship, the ARPA-E Contracting Officer may request the insertion of one or more conditions into your award if he deems the project to be high risk. In such instances, the ARPA-E Contracting Officer will work with you to minimize the administrative burden while maximizing your prospects for success.

5 How to Put Your Award Negotiations in High Gear

ARPA-E has compiled the following list of tips for accelerating the award negotiation process.

- **GENERAL:**
 - Identify the persons within your organization who will be participating in the award negotiations. Make sure they will have sufficient time and resources to participate in the award negotiation process during the next 30-45 days. (If any of the persons will be on vacation during this period, you should designate a backup person.)
 - Participate in the webinar for selectees (i.e., applicants selected for award negotiations), which is usually held within one week of notification.
- **LEGAL:**
 - Review the model award documentation and forms available on ARPA-E’s website (<http://www.arpa-e.energy.gov/FundingAgreements.aspx>) immediately.
 - Notify the ARPA-E Chief Counsel immediately if you intend to request any changes to Attachment 1 (Terms and Conditions).
 - Notify the ARPA-E Chief Counsel immediately if you intend to request a Technology Investment Agreement. Contact the ARPA-E Chief Counsel if you want to learn more about Technology Investment Agreements.
- **INTELLECTUAL PROPERTY:**

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- Notify the DOE AGC-IP immediately if you intend to request any changes to Attachment 2 (Intellectual Property Provisions).
- Identify your Limited Data Rights, Unlimited Data Rights, and Protected Data immediately.
- Research your intellectual property and how it was funded. If there was past government funding that contributed to developing certain IP, it will affect your negotiations with the DOE AGC-IP.
- TECHNICAL:
 - Work with the ARPA-E Program Director to quickly negotiate an aggressive set of technical milestones and deliverables.
 - Differentiate between tasks and milestones.
 - Milestones should be concrete, aggressive, and quantifiable.
 - Include metrics so that milestones are measurable.
- BUDGET:
 - Prepare and submit supporting documentation for your proposed budget to the ARPA-E Contracting Officer. Refer to the Budget Justification Guidance for detailed instructions.
 - Respond quickly (1-2 days) to Budget Review Questionnaires.
 - SF-424:
 - Modify your SF-424 to include a reasonable and realistic period of performance.
 - Budget Justification Spreadsheet:
 - For all budget categories, provide a rationale for reasonableness.
 - Personnel – Be sure to provide documentation that the proposed wage rates are actually being paid to the proposed employees (e.g., payroll records, pay stubs). For new hires, provide hire letters (or contingent hire letter) that state the wage rate or explain the basis of how the proposed rate was developed and provide supporting documentation.
 - Travel – Do not include additional travel that has not already been approved. Ensure that you have historical data justifying travel prior to negotiations.
 - Cost share – Be sure to provide signed cost share letters of commitment from any third party contributing cost share. Remember you may not use Federal funding, including contributions by Federally Funded Research and Development Centers (e.g., Argonne National Laboratory), to cover your cost share obligation. Any party providing cost share must confirm to ARPA-E that the cost share proposed is allowable. The letter may not include any contingent terms, conditions, or language.
 - Sub-recipients – Be sure to provide a separate budget justification and SF-424A for any sub-recipients that are expected to perform 10% or more of the total project costs. For any sub-recipients that are expected to perform less

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- than 10% of the total project costs only a budget justification form is required.
 - Vendors – Be sure to provide support justifying vendor costs.
 - “Other” budget category – Do not list other costs without supporting documentation and justification. Be sure to provide documentation regarding basis of cost and justification of need.
- EXECUTION:
 - You should already be registered on FedConnect. If you have not done so already, please register immediately. See Section 6 below.

6 Acknowledging Receipt of Award

Recipients are required to acknowledge receipt of the award in FedConnect. If you are not already registered in FedConnect, please register immediately. To register in FedConnect, please refer to <https://www.fedconnect.net/FedConnect/>

To learn how to use FedConnect, please refer to the FedConnect “Ready, Set, Go” User Guide at https://www.fedconnect.net/FedConnect/PublicPages/FedConnect_Ready_Set_Go.pdf. For technical assistance with FedConnect either e-mail support@fedconnect.net or call 1-800-899-6665.

Once the award has been signed by both parties, you will receive notification via FedConnect. At that point, you will need to login to FedConnect and acknowledge receipt of the award.

7 Internet Resources

You may wish to consult the following websites for additional information.

Resource	Where to find it
Award Documentation and Forms	http://www.arpa-e.energy.gov/FundingAgreements.aspx
DOE Guide to Financial Assistance	http://www.management.energy.gov/documents/GuidetoFinancialAssistance.pdf
DOE Financial Assistance Regulations (10 CFR Part 600)	http://management.energy.gov/business_doe/business_forms.htm
NEPA Compliance	http://nepa.energy.gov/
DOE Office of Civil Rights and Diversity	http://www.civilrights.energy.gov/ http://diversity.doe.gov/civil_rights/index.htm
DOE TIA Policies and Guidance	http://management.energy.gov/policy_guidance/715.htm

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SF-424A	http://management.energy.gov/business_doe/business_forms.htm
SF-425	http://www.whitehouse.gov/omb/grants/grants_forms.aspx
FedConnect	https://www.fedconnect.net/FedConnect/
FedConnect User Guide	https://www.fedconnect.net/FedConnect/PublicPages/FedConnect_Ready_Set_Go.pdf

8 Appendix 1

Company X

Group Questions

1. Personnel \$XXXXXX

Sr. managements positions/qualifications have been identified however all other positions listed on your budget justification have not been identified. Please provide the following:

- Position title, job description, employee name, qualifications or resume
- Offer letters for future hires
- Payroll justification to include (snap shot of check stubs, offer letters, or certified payroll print out) for all employee supporting this program

2. Travel \$XXXXXX

Please provide a print out of the company historical data used to justify each trip to total \$XXXXXX. Please provide specific trips that are planned by recipient staff for execution of this work. Please provide the work locations and tentative frequency of this travel, as well as the identity of proposed travelers. Please provide costing for airfare, hotel, car rental and other associated expenses of travel for each proposed trip. Currently, trips are described on a trip-by-trip basis, but these costs are not broken out by airfare, lodging, ground transportation, etc. More detail is necessary on a trip-by-trip basis.

3. Equipment \$XXXXXX

Please provide copies of vendor quotes, catalog pricing or prior invoices etc. to justify each items cost. Please provide greater detail regarding the equipment purchases to be made. Figures are given for equipment in the proposal, but appear to be rough estimates without quotations from vendors. More information is needed on the equipment to be purchased and its use on this project. If there are additional pieces of equipment that will need to be purchased that were not originally envisioned in the proposal, please include them. Note that the total amount of the award may not increase.

4. Supplies \$XXXXXX

An estimated number was provided based on "Estimate/Historical" data. Please provide copies of vendor quotes, catalog pricing or prior invoices etc. to justify each items cost. Technical supplies are listed however no information is listed for non-technical supplies, such as office supplies. If these supplies are not covered by overhead costs, please clarify.

5. Contractual \$XXXXXX

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Vendor X - Please provide support to justify vendor costs which may include written quotes made, or past invoices.

Subrecipient 1 - Please provide a copy of the latest rate agreement and identify the full calculations used to derive the total fringe and indirect costs.

Subrecipient 2 - Please include your negotiated indirect rate in the “Indirect (*Subrecipient 2*)” tab of your budget justification document to reflect the total amount.

Subrecipient 3 – Please provide travel detail including purpose of trip and the basis for the estimated costs. This may include items such as past trips, current quotations, Federal Travel Regulations, etc.

Federally Funded Research and Development Center Z - Please complete and submit a copy of the budget justification file.

6. Other **\$XXXXXX**

Please provide documented proof of the \$190/sf cost for the Facility charge for Laboratory Space.

Additional Items:

- Please provide a revised SF 424 to reflect a suggested period of performance date of XX/XX/2010. Also please include a month, day, and year in both start and end of performance dates.
- Please provide a signed cost share letter from *Company X* confirming your cost share commitment.
- Please provide a signed cost share letter from *Subrecipient 2* confirming your cost share commitment.
- Please complete the attached forms: OCR questionnaire and Assurance of Compliance Form